

**DAVID SALISBURY JOINERY LIMITED**  
("the Company")

Registered number: 3045350

Minutes of a meeting of the Board of Directors

held at Twinyards, Worth Wells BA5 1LW

on 31<sup>st</sup> December 2008 at 8:30pm

<b><u>Present:</u></b>	David Salisbury	(in the chair)
	Sarah Flannigan	(by Phone)
	Matthew Flamencourt	(by Phone)

**1 Notice and Quorum**

- 1.1 The chairman reported that notice of the meeting had been given to all the directors and the meeting was duly convened and held.

**2 Purpose of the meeting**

- 2.1 The chairman reported that the meeting had been convened to consider an increase in the Company's share capital, section 80 Companies Act 1985 authority and the issue of shares to David Salisbury

**3 Document**

- 3.1 The following document was produced to the meeting:

- 3.1.1 Letter of application for the following shares in the Company:

<u>Name</u>	<u>No. of Shares</u>	<u>Price</u>
David Salisbury	200,000 Ordinary shares of £1 each	£200,000

**4 Resolution**

- 4.1 After due and careful consideration IT WAS RESOLVED THAT the written resolutions be approved and the meeting was adjourned to request the approval of the Company to the written resolutions.

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4.2 On the resumption of the meeting, the chairman reported that the written resolutions had been duly approved by the members of the Company.

4.3 After due and careful consideration IT WAS RESOLVED that:

4.3.1 the letter of application be and is approved and that the name of the allottee be entered in the register of members of the Company;

4.3.2 the secretary be instructed to issue a new share certificate to the allottee in respect of the shares issued to him, write up the Company books and file forms 123 and 88(2) and the written resolutions with the Registrar of Companies

## **5 Conclusion**

5.1 There being no further business, the meeting then ended.

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Chairman

Company number 3045350

**WRITTEN RESOLUTIONS**

of

**DAVID SALISBURY JOINERY LIMITED**  
("the Company")

**CIRCULATION DATE    31<sup>th</sup> December 2008**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below are passed as ordinary resolutions ("the Resolutions").

**ORDINARY RESOLUTIONS**

1. THAT the authorised share capital of the Company be increased from £1,000 to £201, 000 by the creation of 200,000 ordinary shares of £1 each ranking pari passu in all respects with the existing ordinary shares of £1 each in the capital of the Company.

2. THAT the directors be authorised generally and unconditionally for the purposes of section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £200,000 provided that this authority is for a period expiring five years from the date of this resolution, but the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all subsisting authorities, to the extent unused.

## **AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, the sole person entitled to vote on the Resolutions on the date above, hereby irrevocably agrees to the Resolutions:

Signed by David Salisbury

David Salisbury  
31/12/08

Date

## NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing this document where indicated above and returning it to the Company using one of the following methods:

- **By Hand:** delivering the signed copy to the registered office of the Company.
- **By Post:** returning the signed copy by post to the registered office of the Company.

If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

3. If sufficient agreement has not been received for the Resolutions to be passed within 28 days of the above date, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches the Company before the expiry of this period.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.